

IL&FS Financial Services Limited

The IL&FS Financial Centre	T +91 22 2653 3333
3rd Floor, Plot C-22, G-Block	F +91 22 2653 3149
Bandra Kurla Complex	W www.ifsifin.com
Bandra East	
Mumbai 400 051	
INDIA	(CIN U65990MH1995PLC093241)

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting of the Members of IL&FS Financial Services Limited will be held on Friday, March 11, 2016 at 11.30 am at its registered office at The IL&FS Financial Centre, Plot No C-22, G Block, Bandra - Kurla Complex, Bandra (East), Mumbai – 400 051 to transact the following business as a special business:

(1) Increase in Authorised Share Capital of the Company:

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT**, pursuant to the provisions of Section 61, 64 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the provisions of the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to increase the authorised share capital of the Company from existing ₹ 300,00,00,000/- (Rupees Three Hundred crores only) to ₹ 1050,00,00,000/- (Rupees One Thousand Fifty crores only) divided into 30,00,00,000 (Thirty crores) equity shares of ₹ 10/- each and by way of creation of additional 10,00,000 (Ten lakhs) Non – Convertible Redeemable Cumulative Preference shares of ₹ 7,500/- each”

“**RESOLVED FURTHER THAT** the Board of Directors/ Committee of Directors be and are hereby authorized to do all such acts, deeds and things and execute all such documents and writings, as it may in its absolute discretion deem necessary or incidental thereto including paying such fees and incurring such expenses in relation thereto as it may deem appropriate and to file such documents, forms, etc, as required with the regulatory/statutory authorities and authorise the officials of the Company for the aforesaid purpose, as may be deemed fit”



(2) **Alteration of Memorandum of Association of the Company:**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) the consent of the members of the Company be and is hereby accorded to alter and substitute Clause V of the Memorandum of Association with the following new clause as Clause V:

- (V) The Authorised Share Capital of the Company is ₹ 1050,00,00,000/- (Rupees One Thousand Fifty crores only) divided into 30,00,00,000 (Thirty crores) Equity Shares of ₹ 10/- each and 10,00,000 (Ten lakhs) Non-Convertible Redeemable Cumulative Preference Shares of ₹ 7,500/- each with the rights, privileges and conditions attached thereto as may be permitted by the law for the time-being in force and with the power to increase or reduce the capital and to divide the shares in the capital for the time-being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions in such manner as may be permitted by the law for the time-being in force

The paid up Capital of the Company shall be minimum of ₹ 5,00,000/- (Rupees Five lakhs only)”

“RESOLVED FURTHER THAT the Board of Directors and /or Committee of Directors be and are hereby authorized to do all such acts, deeds and things and execute all such documents and writings, as it may in its absolute discretion deem necessary or incidental thereto including paying such fees and incurring such expenses in relation thereto as it may deem appropriate and to file such documents, forms, etc, as may be required with the regulatory/statutory authorities and authorise the officials of the Company for the aforesaid purpose, as may be deemed fit”



(3) **Alteration of Articles of Association of the Company:**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 5, 14 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) the consent of the members of the Company be and is hereby accorded to alter and substitute Article 3 of the Articles of Association with the following new clause as Article 3:

- (3) The Authorised Share Capital of the Company is ₹ 1050,00,00,000/- (Rupees One Thousand Fifty crores only) divided into 30,00,00,000 (Thirty crores) Equity Shares of ₹ 10/- each and 10,00,000 (Ten lakhs) Non-Convertible Redeemable Cumulative Preference Shares of ₹ 7,500/- each with the rights, privileges and conditions attached thereto as may be permitted by the law for the time-being in force and with the power to increase or reduce the capital and to divide the shares in the capital for the time-being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions in such manner as may be permitted by the law for the time-being in force

The paid up Capital of the Company shall be minimum of ₹ 5,00,000/- (Rupees Five lakhs only)”

“RESOLVED FURTHER THAT the Board of Directors and / or Committee of Directors be and are hereby authorized to do all such acts, deeds and things and execute all such documents and writings, as it may in its absolute discretion deem necessary or incidental thereto including paying such fees and incurring such expenses in relation thereto as it may deem appropriate and to file such documents, forms, etc, as may be required with the regulatory/statutory authorities and authorise the officials of the Company for the aforesaid purpose, as may be deemed fit”



(4) Issue of Non – Convertible Redeemable Cumulative Preference shares (NCRCPs):

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 42, 55 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) read with Rules framed thereunder as may be amended from time to time and in accordance with the Articles of Association of the Company and any rules, regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such other approvals as may be necessary and subject to such terms, conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the ‘Board’ which term shall be deemed to include any Committee thereof or any other person(s) for the time being exercising the powers conferred on the Board by this Resolution), the consent of the Company be and is hereby accorded to the Board to offer, issue and allot upto 5,00,000 - Non – Convertible Redeemable Cumulative Preference Shares (NCRCPs) of ₹ 7,500/- each at a premium of ₹ 7,500/- per preference share aggregating to ₹ 750,00,00,000/- on a Private Placement basis on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Meeting”

“RESOLVED FURTHER THAT in accordance with the provisions of Section 43 of the Act and the Rules framed there under:

- the NCRCPs shall be non participating in the surplus funds
- the NCRCPs shall carry a preferential right vis-à-vis equity shares of the Company with respect to payment of dividend and repayment in case of a winding up or repayment of capital
- the NCRCPs shall carry voting rights as per the provisions of Section 47 (2) of the Act
- the NCRCPs shall be redeemable
- the holders of NCRCPs shall be paid dividend on a cumulative basis”

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid Resolution, the Board of Directors be and is hereby authorised to take such actions and to give all such directions, or to do all such acts, deeds, matters, and things as may be necessary or desirable in this respect including but not limited to :

- execute all such deeds, documents, applications and file forms and documents in this connection
- authorise officials of the Company to act for and on behalf of the Company in this regard
- take such steps to resolve all questions incidental to issue and allotment of NCRCPs in its absolute discretion without any further approval of the Members of the Company and the decision of the Board shall be final and conclusive”



“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents and writings, as it may in its absolute discretion deem necessary or incidental thereto including paying such fees and incurring such expenses in relation thereto as may be deemed fit”

**By Order of the Board of Directors
For IL&FS Financial Services Limited**

Regd Office:

The IL&FS Financial Centre
3rd Floor, Plot No C-22, G Block
Bandra Kurla Complex,
Bandra (East), Mumbai 400 051
CIN :U65990MH1995PLC093241
Website : www.ilfsifin.com
Tel No : 022 26593333
Fax No : 022 2659 3149



**Neelam Desai
Company Secretary**

Date: March 09, 2016
Place: Mumbai

NOTES:

- (a) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- (b) The relative Explanatory Statement pursuant to Section 102 of the Act setting out the material facts and the reasons thereof is annexed hereto
- (c) Members/ Proxies are requested to bring their Attendance Slip duly filled in to the Meeting
- (d) Members who hold shares in dematerialised form, are requested to bring their depository account number (Client ID No.) for easier identification and recording of attendance at the meeting
- (e) Members are requested to notify any change in their address to:
 - (i) their Depository Participants (DPs) in respect of shares held in the Demat Form, and
 - (ii) the Secretarial Department of the Company at its Registered Office in respect of shares held in physical form, quoting their Folio number
- (f) Meeting is being convened on a shorter notice and accordingly the notice is being sent separately for obtaining the consent of the Members for convening the Meeting at a shorter notice. The Members are requested to forward the same duly signed, giving their consent / dissent in convening the Meeting at a shorter notice
- (g) Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting



EXPLANATORY STATEMENT

The following Explanatory Statement set out the material facts as required under Section 102 of the Companies Act, 2013 (the Act):

Item No 1, 2 and 3:

The Company proposes to raise funds upto ₹ 750 crores by issuing Non – Convertible Redeemable Cumulative Preference Shares (NCRCPs). The existing Authorised Share Capital of the Company is ₹ 3,00,00,00,000/- (Rupees Three Hundred crores only) divided into 30,00,00,000 (Thirty crores) equity shares of ₹ 10/- each, which would not be adequate for the proposed issuance of NCRCPs

In view of above, the Company proposes to increase the Authorised Share Capital from ₹ 300,00,00,000/- (Rupees Three Hundred crores) to ₹ 1050,00,00,000/- (Rupees One Thousand Fifty crores) by way of creation of additional 10,00,000 (Ten lakhs) Non – Convertible Redeemable Cumulative Preference Shares (NCRCPs) of ₹ 7,500/- each

The proposed increase in Authorised Share Capital will accordingly require alteration in Clause V and Article 3 of the Memorandum and Articles of Association of the Company

The Memorandum of Association and Articles of Association of the Company are available for inspection at the Registered Office of the Company during business hours and will also be placed at the Meeting with proposed amendments

These Resolutions are therefore proposed at Item No 1, 2 and 3 of the Notice to increase the Authorised Share Capital of the Company and for making necessary alterations in Capital Clause V and Article 3 of the Memorandum and Articles of Association of the Company respectively

The Board of Directors recommend these Resolution at Item No 1, 2 and 3 of the accompanying Notice for the approval of the Members of the Company

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions set out at Item No 1, 2 and 3 of the Notice



Item No 4:

In view of the long term resource requirements of the Company, it is proposed to issue Non – Convertible Redeemable Cumulative Preference Shares (NCRCPs) upto ₹ 750 crores

As per Section 42 of the Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 ('Rules') framed there under, a company offering or making an invitation to subscribe to securities, including Redeemable Preference Shares on a private placement basis is required to obtain the prior approval of the Members, by way of a Special Resolution for each of the offers and invitations

Accordingly, the approval of the Members is being sought, by way of a Special Resolution, to offer and issue Non – Convertible Redeemable Cumulative Preference Shares (NCRCPs) aggregating to an amount not exceeding ₹ 750 crores and to allot the NCRCPs on a private basis, on the terms and conditions set out hereunder.

A statement of disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 and the terms of issue are as under:

(a)	the size of the issue and number of preference shares to be issued and nominal value of each share	Upto 5,00,000 Non – Convertible Redeemable Cumulative Preference Shares (NCRCPs) of face value of ₹ 7,500/- each at a premium of ₹ 7,500/- per NCRCPs aggregating to ₹ 750 crores
(b)	Offer period	As may be determined by the Board
(c)	the nature of such shares i.e. cumulative or non - cumulative, participating or non - participating, convertible or non – convertible	(a) Cumulative (b) Non-participating (c) Non – Convertible and Redeemable
(d)	the objectives of the issue	(a) To meet the General Corporate purposes (b) To meet the long-term fund requirements of the Company
(e)	the manner of issue of shares	Private Placement
(f)	the price at which such shares are proposed to be issued	₹ 15,000 (including a premium of ₹ 7,500 per NCRCPs)
(g)	the basis on which the price has been arrived at;	The price has been arrived at based on the total size of the Issue and limitations on the number of investors being a private placement offer
(h)	Credit Rating	To be rated by CARE or any other rating Agency
(i)	Listing	To be listed on BSE Ltd
(j)	Rate of dividend and terms thereof	As may be determined by the Board



(k)	Tenure of NCRCPs	Not exceeding 5 years, as may be determined by the Board
(l)	Redemption of shares at premium	At a premium of ₹7500/- per NCRCPs
(m)	the manner and modes of redemption	Redemption in accordance with Section 55 of the Act
(n)	the expected dilution in equity share capital upon conversion of preference shares.	Not applicable as the shares are Non-Convertible
(o)	Minimum Subscription	As may be determined by the Board

The current shareholding pattern of the Company is as follows:

Sr No	Name of Shareholder	Total Number of Equity shares	Number of shares in demat form	Total Shareholding as % of total no of equity shares
1	Infrastructure Leasing & Financial Services Limited (IL&FS)	265,666,855	265,666,855	100
2	IL&FS & Mr Ravi Parthasarathy	100	NIL	-
3	IL&FS & Mr Vibhav Kapoor	100	NIL	-
4	IL&FS & Mr Manu Kochhar	100	NIL	-
5	IL&FS & Mr Shahzaad Dalal	100	NIL	-
6	IL&FS & Mr Avinash Bagul	200	NIL	-
7	IL&FS & Mr Arun K Saha	100	NIL	-
	Total	265,667,555	2656.67	100

The issue of NCRCPs is in accordance with the provisions of the Articles of Association of the Company. The Company has not issued preference shares till date and hence there is no default in the redemption or payment of dividend on preference shares

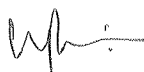
The Directors recommend the Resolution at Item No 4 of the accompanying Notice, for the approval of the Members of the Company

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the proposed Resolution

**By Order of the Board of Directors
For IL&FS Financial Services Limited**

Regd Office:

The IL&FS Financial Centre
3rd Floor, Plot No C-22, G Block
Bandra Kurla Complex,
Bandra (East), Mumbai 400 051
CIN :U65990MH1995PLC093241
Website : www.ilfsifin.com
Tel No : 022 26593333
Fax No : 022 2659 3149


Neelam Desai
Company Secretary

Date: March 09, 2016
Place: Mumbai

IL&FS FINANCIAL SERVICES LIMITED (CIN U65990MH1995PLC093241)

Registered Office: The IL&FS Financial Centre, Plot No. C-22, G Block, Bandra-Kurla Complex,
Bandra (E), Mumbai – 400 051
CIN: U65990MH1995PLC093241

Name of the member(s):
Registered address:
E-mail id:
Folio No/Client Id:
DP ID:

I/We _____ of _____ being the
Member(s) of IL&FS FINANCIAL SERVICES LIMITED hereby appoint

(1) Name :
Address :
E-mail Id :
Signature : or failing him

(2) Name :
Address :
E-mail Id :
Signature :, or failing him

(3) Name :
Address :
E-mail Id :
Signature :

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the
Annual General Meeting of the Company, to be held on the day of at
.....am/pm at _____ (place) and at any adjournment thereof in respect of such
Resolutions as are indicated below:

Resolution No

- (1)
- (2)
- (3)

Signed this _____ day of _____, 2016

Signature _____

Affix
Revenue
Stamp

Note: This form duly completed and signed must be deposited at the Registered Office of the
Company before the Meeting

IL&FS FINANCIAL SERVICES LIMITED

Registered Office: The IL&FS Financial Centre, Plot No. C-22, G Block, Bandra-Kurla
Complex, Bandra (E), Mumbai – 400 051

CIN: U65990MH1995PLC093241

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting hall)

Extra Ordinary General Meeting held on _____

I hereby record my presence at the Extra Ordinary General Meeting of the Company held on _____, _____ at _____ am at The IL&FS Financial Centre, Plot No C-22, G Block, Bandra - Kurla Complex, Bandra (East), Mumbai – 400 051 and at any adjournment thereof

Full name of the Member (in BLOCK LETTERS) _____

Full name of the Proxy (in BLOCK LETTERS)

Member's/ Proxy's Signature
